

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF KANSAS**

CVR ENERGY, INC.,

Plaintiff,

v.

WACHTELL, LIPTON, ROSEN & KATZ,
et al.,

Defendants.

Case No. 13-cv-2547 JAR/DJW

**SPECIALLY APPEARING DEFENDANTS' INDEX OF EXHIBITS
TO MEMORANDUM IN SUPPORT OF THEIR MOTION TO DISMISS FOR LACK OF
PERSONAL JURISDICTION AND FOR IMPROPER VENUE**

Exhibit	Description
1	Affidavit of Benjamin M. Roth, dated December 18, 2013
2	E-mail from Hochstat, dated January 13, 2012
3	Email from Roth, dated January 16, 2012
4	WLRK Engagement Letter, dated January 16, 2012
5	WLRK Summons and Complaint, dated December 18, 2012
	CVR Energy, Inc. Public Documents and SEC Filings
6	CVR Energy, Inc. Website Home Page, accessed December 18, 2013
7	CVR Press Release, dated September 26, 2013
8	CVR Energy, Inc. Schedule 14D-9, dated February 17, 2012

Exhibit	Description
9	CVR Energy, Inc. Schedule 14D-9, dated February 24, 2012
10	CVR Energy, Inc. Schedule 14D-9, dated March 1, 2012
11	CVR Energy, Inc. Schedule 14D-9 Amendment No. 1, dated March 1, 2012
12	CVR Energy, Inc. Schedule 14D-9 Amendment No. 2, dated March 7, 2012
13	CVR Energy, Inc. Schedule 14D-9 Amendment No. 3, dated March 9, 2012
14	CVR Energy, Inc. Schedule 14D-9 Amendment No. 4, dated March 14, 2012
15	CVR Energy, Inc. Schedule 14D-9 Amendment No. 5, dated March 19, 2012
16	CVR Energy, Inc. Schedule 14D-9 Amendment No. 6, dated March 28, 2012
17	CVR Energy, Inc. Schedule 14D-9 Amendment No. 7, dated April 3, 2012
18	CVR Energy, Inc. Schedule 14D-9 Amendment No. 8, dated April 13, 2012
19	CVR Energy, Inc. Schedule 14D-9 Amendment No. 9, dated April 19, 2012
20	CVR Energy, Inc. Schedule 14D-9 Amendment No. 10, dated April 23, 2012
21	CVR Energy, Inc. Schedule 14D-9 Amendment No. 11, dated April 23, 2012
22	CVR Energy, Inc. Schedule 14D-9 Amendment No. 12, dated May 3, 2012
23	CVR Energy, Inc. Current Report (Form 8-K), dated May 11, 2012
24	CVR Energy, Inc. Annual Report (Form 10-K), dated March 14, 2013

Exhibit	Description
	Icahn SEC Filings
25	Carl Icahn Schedule 13D, dated January 13, 2012
26	Carl Icahn Schedule 13D Amendment No. 3, dated February 16, 2012
27	Icahn Enterprises, L.P. Current Report (Form 8-K), dated November 15, 2013
	CVR Energy, Inc. Board Minutes and Resolutions
28	Minutes of Meeting of CVR Energy, Inc. Board of Directors on January 24, 2012
29	Minutes of Meeting of CVR Energy, Inc. Board of Directors on February 2, 2012
30	Minutes of Meeting of CVR Energy, Inc. Board of Directors on February 6, 2012
31	Minutes of Meeting of CVR Energy, Inc. Board of Directors on February 12, 2012
32	Minutes of Meeting of CVR Energy, Inc. Board of Directors on February 17, 2012
33	Minutes of Meeting of CVR Energy, Inc. Board of Directors for February 27, 2012
34	Minutes of Meeting of CVR Energy, Inc. Board of Directors for February 28, 2012
35	Minutes of Meeting of CVR Energy, Inc. Board of Directors on February 29, 2012
36	Minutes of Meeting of CVR Energy, Inc. Board of Directors of March 19, 2012
37	Minutes of Meeting of CVR Energy, Inc. Board of Directors on March 22, 2012

Exhibit	Description
38	Minutes of Meeting of CVR Energy, Inc. Board of Directors on April 4, 2012
39	Minutes of Meeting of CVR Energy, Inc. Board of Directors on April 10, 2012
40	Minutes of Meeting of CVR Energy, Inc. Board of Directors on April 13, 2012
41	Minutes of Meeting of CVR Energy, Inc. Board of Directors on April 18, 2012
42	Written Consent of the Board of Directors of CVR Energy, Inc., dated May 4, 2012
	New York Bank Engagement Letters
43	Deutsche Bank First Engagement Letter, dated January 23, 2012
44	Goldman Sachs First Engagement Letter, dated February 15, 2012 (effective as of January 15, 2012)
45	Deutsche Bank Second Engagement Letter, dated March 23, 2012
46	Goldman Sachs Second Engagement Letter, dated March 21, 2012
	New York Bank Action Documents
47	New York Bank Action Docket
48	Complaint in <i>Goldman, Sachs & Co. v. CVR Energy, Inc.</i> , No. 652149/2012, filed in New York Supreme Court, June 21, 2012

Exhibit	Description
49	Complaint in <i>Deutsche Bank Securities Inc. v. CVR Energy, Inc.</i> , No. 652800/2012, filed in New York Supreme Court, August 10, 2012
50	Consolidation Order in NY Bank Action, dated September 5, 2012
51	Stipulation and Order for the Production and Exchange of Confidential Information and Regarding the Inadvertent Production of Privileged Material, entered in <i>Deutsche Bank Securities Inc. v. CVR Energy</i> , No. 652800/2012, dated September 14, 2012
52	Stipulation and Order for the Production and Exchange of Confidential Information and Regarding the Inadvertent Production of Privileged Material, entered in <i>Goldman, Sachs & Co. v. CVR Energy</i> , No. 652149/2012, dated September 14, 2012
53	CVR Energy, Inc., Memorandum in Opposition to Plaintiffs' Motion for Summary Judgment, filed in New York Supreme Court, dated October 11, 2013
54	Subpoena <i>Duces Tecum</i> Served upon Wachtell Lipton in New York Supreme Court, dated November 27, 2012
	New York Bank Action Deposition Transcripts
55	Deposition of CVR Energy CEO John Lipinski, dated January 26, 2013
56	Deposition of Former CVR Energy CFO Frank Pici, dated February 19, 2012
57	Deposition of Benjamin M. Roth, dated March 8, 2013
58	Deposition of CVR Energy General Counsel Edmund Gross, dated April 10, 2013

Dated: December 18, 2013

Respectfully submitted,

**BERKOWITZ OLIVER WILLIAMS
SHAW & EISENBRANDT LLP**

By: /s/ James L. Eisenbrandt
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ATTORNEYS FOR DEFENDANTS

CERTIFICATE OF SERVICE

This is to certify that on December 18, 2013, I electronically filed the above document with the Clerk of Court using the CM/ECF system, which will cause the document to be served upon all counsel of record.

/s/ James L. Eisenbrandt
Attorney for Defendants